

Dear Member:

April 25, 2025

At our Annual Meeting on _____, your Board will advance the following motion which it recommends you support:

“...that the By-laws be, and hereby are, amended to read as presented in the italicized sections below.”

The by-laws are wordy, contain some archaic language, and impose some constraints that protect no obvious interest. In line with leading governance practice, this update is intended to simplify and modernize, emphasizing:

- Member-friendliness: the closer we approach common English, the more likely an engaged member can understand the governance of our club.
- Parsimony: again for user-friendliness, but also for flexibility. We have a natural tendency to over-specify issues important to us (“A bigger Board is more inclusive!”; “We need term limits!”), but every unnecessary constraint risks future Boards delaying efficient or innovative action until the By-laws can be amended to permit a proscribed action.
- Like many club-type non-profits with no employees and infrequent meetings, the President exercises very broad powers. BBC balances this by permitting the President’s removal with a lower bar than is common and, by the proposed revision below, giving the full Board rather than the President the final word on who will constitute the nominating committee.

Once this language in its current order (preserved for ease of comparison) is finally agreed, we will address the final need: to organize the whole in a more natural order. Quorum, meeting, notice, and other language is intermingled in a way some find difficult to navigate. We will take the finally-agreed language and arrange it in a more logical order without a further vote. No substantive changes will be effected, although re-ordering may require changes to punctuation, insertion of article or section titles (currently, they’re just numbers) or other purely ministerial revisions.

Comparison of Existing to Proposed Revised By-Laws October 25, 2024

How to read this: Article by article, new By-laws are in plain text, old in *italics*, explanations in **bold**. No comment is made on simplification, modernization or formatting.

Article I The name of this organization is Brookline Bird Club, Inc. (“club”).

The name of this organization shall be Brookline Bird Club, Inc. (which is hereinafter referred to as the “club”).

Article II The club’s objectives are stimulating interest in bird life and stewardship of local wild birds.

The objectives of this club shall be the stimulating of interest in bird life and the increase and protection of our local wild birds.

Article III

Section 1

Anyone may become a member upon payment of dues. Any member may be removed if the Board of Directors (“Board”) by its majority vote determines it necessary for the preservation of the club’s reputation or the safety of its members.

Any person may become a member upon payment of dues to the club.

Removal language has never been necessary in the past; in any future circumstances where it may be of use, we’ll be glad of our foresight.

Section 2

The Board may establish classifications of membership and associated dues by a three-fourths vote of a quorum.

The Board of Directors may determine different classifications of membership and may establish dues for each such classification, including, without limitation, life membership dues, by a three-fourths vote of the Board members present at any Board meeting.

Article IV

Section 1

A Board of Directors consisting of four Officers (President, Vice-President, Treasurer, and Clerk, who is also Recording Secretary) and 16 (initially, but subject to change by the

Board's majority vote to a number not less than 7 nor greater than 20) Directors governs the club. Officers serve one-year terms. Directors serve two-year terms.

The governing body of this club shall be a Board of Directors, consisting of four Officers and sixteen Directors. The Directors shall be divided into two groups of eight each. The tenure of office of only eight can expire by limitation in any one year. At each Annual Meeting, members of the club will elect eight Directors by plurality vote of the members present at such Annual Meeting.

We've debated for some time optimizing board size and as yet have no consensus; the inserted language permits a change if consensus is reached without requiring further amendment to the By-laws.

Section 2

At each Annual Meeting the club will elect by plurality vote of members present (throughout, "present" includes those attending virtually unless physical presence is specified in the meeting notice) all four officers and one half the Board-agreed number of directors for the ensuing year. In years when a transition to a different number of Board members will occur, or if the size of the Board is an odd number, the Board may adopt such procedures as it judges expedient to accommodate those facts as long as no director is involuntarily deprived of the term to which they were previously elected.

At each Annual Meeting the club will elect by plurality vote of the members so present a President, Vice-President, Treasurer, and Clerk (who will also be Recording Secretary).

Revised to respond to any future change in Board size.

Section 3

Intra-term vacancies in the Board or for offices other than President may be filled by majority vote of remaining Board members to complete the interrupted term.

Vacancies in the Board of Directors shall be filled by a majority vote of remaining Board members to complete the term in which these vacancies occur.

Changed "shall" to "may." No need to compel the Board to find and elect a replacement if there are but a few months until the next election.

Section 4

If the Presidency becomes vacant, the Vice-President will become President and the Vice-President role may be filled by the process of Article IV, Section 3.

Unchanged, but for changing “will” to “may” in the second clause – we can’t legally or practically have a Club with a vacant presidency, but we have no need to replace the VP if, for example, the vacancy arises two weeks before elections.

Section 5

The President shall appoint, subject to ratification by a simple majority of the Board, a Nominating Committee of three club members to select and present to the Annual Meeting a list of candidates for elective office.

Prior to the Annual Meeting, the President shall appoint a Nominating Committee of three club members, whose duties shall be to present at the Annual Meeting a list of candidates for elective office.

Giving the Board approval rights in NomCom selection is the most substantive of these revisions. Modern leading governance practice would frown on the President selecting a nominating committee with no advise and consent loop, particularly in the absence of term limits.

Neither the old nor the new by-laws provide for the possibility of the NomCom slate, or some individual on it, failing to gain ratification at the annual meeting, nor any provision for nominations at that meeting. This by design: diligence of the NomCom, whose procedures include soliciting interest from the full membership, is an important process to ensure a balance of skills, collaboration ability and energy level required of productive board members, and this diligence cannot be applied robustly with a last-minute nomination of someone who couldn’t be bothered to apply timely.

Section 6

The Board may by a vote of two-thirds of its members, with or without cause, remove an officer or director.

A two-thirds vote of the entire board may, with or without cause, remove an officer or director from the Board of Directors.

Unchanged.

Article V

Section 1

The duties of the President shall be to preside at all meetings, create, disband and appoint committees, exercise the club’s executive powers, and conduct the general affairs of the club.

The duties of the President shall be to preside at all meetings, appoint committees, and exercise the general affairs of the club.

Clarified only.

Section 2

In the President's absence, the Vice-President shall perform all duties of the President.

In the absence of the President, the Vice-President shall preside at all meetings and perform all duties of the President.

Unchanged.

Section 3

The Recording Secretary (Clerk) shall keep the records of all proceedings of the club and Board and implement the club's document retention policy.

The Recording Secretary (Clerk) shall keep the records of all the proceedings of the club and the Board of Directors.

We expect to develop a document retention policy and this locates the responsibility.

Section 4

The Treasurer shall pay from the funds of the club all bills consistent with the approved budget or otherwise authorized by the Board, maintain banking, payment and credit relationships, maintain records of club income, expenses, assets and liabilities, present an annual financial report to the Board, and file all statutorily-required reports. The Treasurer is authorized, in consultation with the President or Vice-President, to make reasonably-anticipated disbursements in the normal course of administering the club's operations and finances, subject to the Board's retrospective review.

The Treasurer shall pay from the funds of the club all bills authorized or approved by the Board of Directors, maintain records of club income and expenses, present an annual financial report to the Board, and file all financial reports required by State and Federal law.

Recognizes actual current practice.

Article VI

Section 1

The Annual Meeting shall be held before May 15 of each year. Notice shall be provided to each member at least ten days in advance.

The Annual Meeting shall be held before May 15 of each year. A notice of the meeting shall be sent by surface or electronic mail to each member at least ten days in advance.

Unchanged.

Section 2

Each Annual Meeting shall include (orally, by display, or by handout as judged most efficient and useful to the members):

1. The record of the previous meeting.
2. Treasurer's Report.
3. President's report including, if viewed useful and material, a summary of any committee reports.
4. Election of Officers and Directors.
5. Unfinished Business.
6. New Business.

The order of business of the Annual Meeting shall be:

- 1. Reading of the record of the previous meeting.*
- 2. Treasurer's Report.*
- 3. Reading of Communications and Committee Reports.*
- 4. Election of Officers.*
- 5. Unfinished Business.*
- 6. New Business.*

Essentially unchanged.

Section 3

Club meetings may be held at any time on ten days' notice by the President or upon written application signed by three members of the Board.

Club meetings may be held at any time on ten days' notice at the call of the President, or upon written application signed by three members of the Board of Directors.

Unchanged.

Section 4

Fifty members present at any club meeting shall constitute a quorum.

Unchanged.

Section 5

Meetings of the Board may be held with at least 10 days' notice when directed by the President or by a petition of three members of the Board of Directors. "Present," wherever used herein in respect of Board meetings, means in physical attendance or, if the President has provided at least 10 days prior notice to do so, attending via electronic means.

Meetings of the Board of Directors may be held at such times as may be appointed by the President, or in the absence of the President by the Vice-President or by a petition of three members of the Board of Directors.

Updated to comport with changes in allowability of electronic meetings.

Section 6

More than 50% of Directors is a quorum at any Board Meeting and each Board member present may cast one vote.

Eleven members present at any Board of Directors Meeting shall constitute a quorum, and each Board member present will have one vote.

Changed to comport with possibility of different-size boards in future.

Section 7

The Board members may conduct a vote without a Meeting if such vote is adopted in a writing signed or agreed to via electronic mail by all Board members and placed in the corporation's minute book by the Clerk. Notwithstanding the foregoing, the Board may at any time adopt by its majority vote a lower-than-unanimous standard and other differing protocols for electronic voting if permissible under applicable law.

The Board members may adopt a vote other than at a duly held Meeting of said Board of Directors if such vote is adopted in a writing signed or agreed to via electronic mail by all Board members and placed in the corporation's minute book by the Clerk. Any such vote so adopted shall be as fully effectual as if adopted at a duly held meeting of said Board of Directors.

Old text reflects current state of law. New text allows us to change if the law changes without needing to amend By-laws.

Article VII

Section 1

Each director and officer of the club, whether elected by the members of the club or by the Board and whether or not then in office, shall be indemnified by the club against all charges which may be reasonably incurred or paid by them in connection with any claim, actual or threatened action, suit or proceeding (civil, criminal or other, including appeals) in which he or she may be involved by reason of his or her being or having been such director or officer, made or brought against him or her by reason of any act or omission, or alleged act or omission by him or her in any or each such capacity, and also against all charges which may be reasonably incurred or paid by him or her (other than to the club for its account) in

reasonable settlement of any such claim, action, suit or proceeding. The determination whether a settlement is or was reasonable shall be made by a majority of a quorum of the Board comprised of those Board members who are not involved in the claim, action, suit or proceeding, and if there be no such quorum, then by one or more disinterested persons to whom the question may be referred by the Board.

Section 2

The Board of Directors may, by general vote or by vote pertaining to a specific field trip leader or agent, authorize indemnification of the club's field trip leaders and agents to whatever extent they may determine, which may be in the same manner and to the same extent provided in Section 1 above, or in some other manner and extent.

Section 3

As used in this Article VII, the term "charges" shall include, without limitation, judgment awards, settlement awards, awards by other tribunals or bodies, attorneys' fees, costs, fines, penalties and other liabilities.

Section 4

Indemnification under this Article VII, whether under Section 1 or Section 2, shall not be made, and no person shall be entitled to indemnification, in any case where such claim, action, suit or proceeding shall proceed to final adjudication and it shall be finally adjudged, nor shall any settlement be determined reasonable if it is found, that such director, officer, field trip leader or agent has not acted in good faith and in the reasonable belief that his or her action was in the best interests of the club. Neither a judgment of conviction nor the entry of any plea in a criminal case shall of itself be deemed an adjudication that such director, officer, field trip leader or agent acted without good faith, or for a purpose which he or she did not reasonably believe to be in the best interests of the club.

Section 5

The rights of indemnification herein provided for shall be severable, shall not be exclusive of other rights to which any director, officer, field trip leader or agent may now or hereafter be entitled, shall continue as to a person who has ceased to be such director, officer, field trip leader or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 6

The club shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, field trip leader or other agent of the club, or is or was serving at the request of the club as a director, officer, field trip leader or other agent of another organization, in which it has an interest, against any liability incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the club would have the power to indemnify him or her against such liability.

Article VIII is preserved unchanged in its entirety. We in fact do *NOT* provide indemnities, e.g., to trip leaders, because our BBC insurance policy already covers trips leaders directly. We preserved this language for flexibility in case some future market conditions make insurance unavailable or unaffordable.

Article VIII

Amendments to these By-laws may be made by a three-fourths vote of the club members physically present at any club meeting, provided written notice of the proposed change shall have been provided to every club member not less than ten days prior to the meeting at which such action is taken.

Amendments to these By-laws may be made by a three-fourths vote of the club members present at any club meeting, provided written notice of the proposed change shall have been sent to every club member, via surface or electronic mail, not less than ten days prior to the meeting at which such action is taken.

Only change is to clarify that present means present in the flesh.

Article IX

Construction of these By-laws is the exclusive right of the Board by its majority vote.

New language to establish hierarchy for resolving conflicts in interpretation.